

Gerald C. Bender (GB-5849)
Lawrence A. First (LF-9650)
Ira S. Sacks (IS-2861)
FRIED, FRANK, HARRIS, SHRIVER
& JACOBSON
(A Partnership Including
Professional Corporations)
Attorneys for Debtors
and Debtors-in-Possession
One New York Plaza
New York, New York 10004
(212) 859-8000

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

- - - - -x

In re:	:	
	:	Chapter 11
RANDALL'S ISLAND FAMILY GOLF	:	Case Nos. 00-41065
CENTERS, INC., <u>et al.</u> ,	:	through 00-_____
	:	
Debtors.	:	(Jointly Administered)

- - - - -x

ORDER PURSUANT TO 28 U.S.C.
§ 156(c) AND LOCAL BANKRUPTCY RULE
5075-1 AUTHORIZING AND APPROVING
RETENTION OF AND APPOINTING Donlin
Recano & COMPANY, Inc. AS AGENT FOR
THE CLERK OF THE BANKRUPTCY COURT

Upon the motion (the "Motion") of the above-captioned debtors and debtors-in-possession (collectively, the "Debtors") for entry of an order pursuant to 28 U.S.C. § 156(c) and Rule 5075-1 of the Local Bankruptcy Rules ("Local Rules") authorizing and approving the retention of Donlin, Recano & Company, Inc. ("Donlin Recano") by the Debtors and appointing Donlin Recano as agent for the Clerk of the Bankruptcy Court, on the terms and conditions set forth in the Claims Agent Agreement by and between

the Debtors and Donlin Recano, dated as of May 4, 2000 (the "Agreement"), pursuant to which Donlin Recano will, among other things,

- (i) maintain the list of the Debtors' creditors;
- (ii) be responsible for the mailing of the notice of the deadline to file proofs of claim to all creditors of the Debtors;
- (iii) serve as this Court's agent for the receipt and docketing of all proofs of claim filed against the Debtors; and
- (iv) provide the Debtors with consulting and computer software services and support for the effective organization, management and control of creditors' claims against the Debtors;

And the Debtors having estimated that there are in excess of 1,000 creditors and other parties-in-interest in these chapter 11 cases, many of whom are expected to file proofs of claim;

And it appearing that, the docketing and maintenance of proofs of claim would be unduly time consuming and burdensome for the Office of the Clerk of the Bankruptcy Court (the "Clerk's Office");

And it appearing that pursuant to 28 U.S.C. § 156(c) and Local Rule 5075-1, the Court may utilize outside agents and facilities for the purpose of mailing, receiving, docketing,

maintaining, photocopying and transmitting proofs of claim; and the Court being satisfied that Donlin Recano has the capability and experience to mail proof of claim forms and to receive, docket and maintain such proofs of claim;

And it appearing that notice of the Motion has been given to (i) the Office of the United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, for The Chase Manhattan Bank, as Agent under the Debtors' prepetition working capital facility; (iii) Winick & Rich, P.C., counsel for the postpetition lenders; and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004;

And it appearing that no other further notice of the Motion need be given;

And good and sufficient cause appearing therefor; it is

ORDERED that the Debtors are authorized to enter into the Agreement and to retain Donlin Recano to perform the services described in the Agreement as well as to receive the list of creditors and receive, maintain, record and otherwise administer and catalog any and all proofs of claim relating to these chapter 11 cases; and it is further

ORDERED that Donlin Recano is designated as the authorized recipient and repository for all proofs of claim as custodian for the Clerk's Office, and Donlin Recano is authorized

to maintain as agent for the Clerk's Office an official claims register, and to provide the Clerk's Office with a certified duplicate thereof on a weekly basis; and it is further

ORDERED that the Clerk of the Bankruptcy Court is authorized and directed to transmit to Donlin Recano all proofs of claim heretofore filed in these chapter 11 cases, and to transmit to Donlin Recano, not less often than weekly, all proofs of claim hereafter received by the Clerk's Office; and it is further

ORDERED that Donlin Recano shall maintain a proof of claim docket which shall reflect in sequential order the claims filed in these chapter 11 cases, specifying (i) the claim number, (ii) the date such claim was received by the Clerk's Office (if such claim was not time-stamped by the Clerk, then the date on which Donlin Recano receives such claim shall be indicated), (iii) the name and address of the claimant and the agent, if any, that filed such proof of claim, (iv) the amount of said claim, and (v) the classification(s) of such claim (e.g., secured, unsecured, priority, etc.); and it is further

ORDERED that Donlin Recano is authorized and directed to perform all related tasks to process the proofs of claim and maintain a proof of claim docket, including, without limitation, recording transfers of claims; and it is further

ORDERED that upon the close of these chapter 11 cases, Donlin Recano shall return all proofs of claim received by it to the Clerk's Office; and it is further

ORDERED that the Debtors are authorized to execute such documents, take such action and do such things as may be necessary to implement and effectuate the terms of this Order; and it is further

ORDERED that Donlin Recano shall be authorized to perform such other tasks as the Debtors' requested in the Motion; and it is further

ORDERED that upon the receipt of reasonably detailed statements of expenses and charges, the Debtors are authorized and empowered to compensate Donlin Recano without further Court order for services rendered, plus reimbursement of all reasonable and necessary expenses incurred; and it is further

ORDERED that notice of the relief granted by this Order shall be provided to (i) the Office of the United States Trustee; (ii) Morgan, Lewis & Bockius, LLP, for The Chase Manhattan Bank, the Agent under the Debtors' prepetition working capital facility; (iii) Winick & Rich, P.C., counsel for the proposed postpetition lenders; and (iv) United States Trust Company of New York, the Indenture Trustee for the 5¾% Convertible Subordinated Notes due October 15, 2004; and any and all other and further notice of this Order is dispensed with and waived.

Dated: New York, New York
May 4, 2000

s/ STUART M. BERNSTEIN
United States Bankruptcy Judge